

(0100939005)

The David J. Joseph Company

January 23, 1996

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Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of December 7, 1995, between the following parties:

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

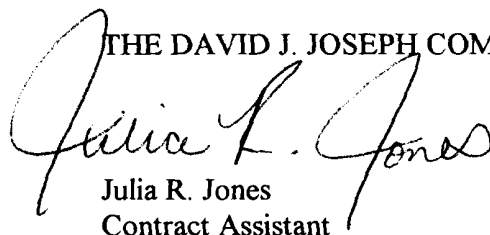
Assignee: ICX Corporation
300 Summit Park Drive, Suite 200
Cleveland, OH 44131

Please see Schedule I attached hereto, showing the equipment involved in this transaction.

The lease to which this document is connected is recorded under Recordation No. 19696.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

Enclosures

Railroad Equipment Leasing
and Marketing Division

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

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CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julia R. Jones
Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2001

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement for forty (40) railcars ("Assignment Agreement") made and entered into as of December 7, 1995, by and between The David J. Joseph Company, a Delaware corporation ("Assignor") and ICX Corporation, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 23, 1995, between Assignor as Lessor and RailTex, Inc. as Lessee (the "Lease") for forty (40) railcars bearing the railroad reporting markings set forth on Exhibit A of such Lease and Schedule I hereto.

2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged
in the presence of:

Linda M. Fauchman
Jo Ann Brems

THE DAVID J. JOSEPH COMPANY

By: 

Name: Douglas F. McMillan

Title: Vice President

Signed and acknowledged
in the presence of:

Debi L. Cook
Melissa Happel

ICX CORPORATION

By: 

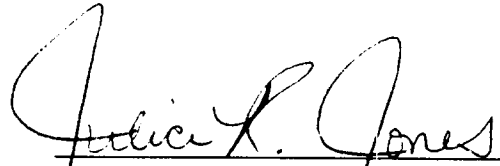
Name: MICHAEL R. BABBITT
SENIOR VICE PRESIDENT

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

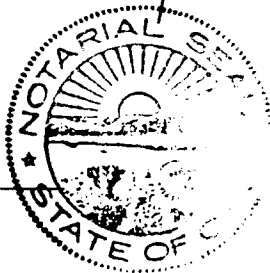
On this 7th day of December, 1995, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within names Douglas F. McMillan to me personally known, who stated and acknowledged that he is the Vice President of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of December, 1995.


(Notary Signature)

My commission expires:

2-27-2000



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF Ohio)
COUNTY OF Cuyahoga) SS:

On this 12th day of December, 1995, before me the subscriber, Deborah J. Cook, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Michael Babbitt to me personally known, who stated and acknowledged that he is the Sr. Vice President of ICX Corporation, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 12th day of December, 1995.

Deborah J. Cook
(Notary Signature)

My commission expires:
DEBORAH J. COOK
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires Jan. 14, 1998

SCHEDULE I

DESCRIPTION OF EQUIPMENT

Forty (40) gondola railcars bearing reporting marks:

GSWR 46001	GSWR 46044	MMRR 46071	MMRR 46099
GSWR 46004	GSWR 46047	MMRR 46072	MMRR 46115
GSWR 46006	GSWR 46049	MMRR 46074	MMRR 46118
GSWR 46010	GSWR 46054	MMRR 46076	MMRR 46124
GSWR 46017	GSWR 46055	MMRR 46077	MMRR 46132
GSWR 46022	GSWR 46056	MMRR 46086	MMRR 46133
GSWR 46029	GSWR 46059	MMRR 46087	MMRR 46138
GSWR 46030	GSWR 46060	MMRR 46091	MMRR 46139
GSWR 46034	GSWR 46063	MMRR 46095	MMRR 46140
GSWR 46036	GSWR 46065	MMRR 46098	MMRR 46148



The David J. Joseph Company

January 23, 1996

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W.
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Enclosed is an original and one copy of the Memorandum of Rights dated as of December 7, 1995, between the following parties:

Seller: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Buyer: ICX Corporation
300 Summit Park Drive, Suite 200
Cleveland, OH 44131

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OFFICE OF SECRETARY

Please see Schedule I attached hereto, showing the equipment involved in this transaction.

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Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Julia R. Jones
Contract Assistant

Enclosures